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RECORDATION NO. 26240 FILED

MAR 10 '06

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SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

March 10, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 9, 2006. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
555 California Street, 4th Floor
San Francisco, CA 94104

Lessee:

Capital Metropolitan Transportation Authority
2910 East Fifth Street
Austin, TX 78702

A description of the equipment covered by the Memorandum of Lease Agreement consists of six Stadler GTW 2/6 Diesel Self-Propelled Rail Vehicles.

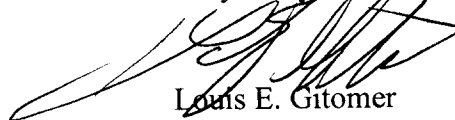
Honorable Vernon A. Williams
March 10, 2006
Page 2

A fee of \$33.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 555 California Street, 4th Floor, San Francisco, CA 94104, and Capital Metropolitan Transportation Authority, 2910 East Fifth Street, Austin, TX 78702, covering six Stadler GTW 2/6 Diesel Self-Propelled Rail Vehicles.

Very Truly Yours,

A handwritten signature in black ink, appearing to be "L. Gitomer", written over the printed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 26240 FILED

MAR 10 '06

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of March 9, 2006

between

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor,

and

CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
as Lessee,

MEMORANDUM OF LEASE AGREEMENT

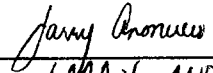
THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 9, 2006, by and between BANC OF AMERICA LEASING & CAPITAL, LLC, 555 California Street, 4th Floor, San Francisco, CA 94104 ("Lessor"), and CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY, 2910 East Fifth Street, Austin, TX 78702 ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, pursuant to a Master Lease/Purchase Financing Agreement dated as of March 1, 2006 (the "Master Lease") those certain railcars described on Exhibit No. 1 attached hereto.
2. This Memorandum of Lease Agreement shall be effective as of the date set forth in the Master Lease shall be subject to the lease term as described in the Master Lease.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

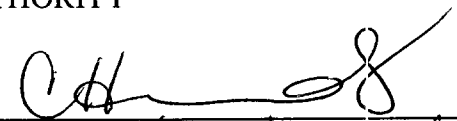
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: LARRY ANONUEVO
Title: ASSISTANT VICE PRESIDENT

CAPITAL METROPOLITAN TRANSPORTATION
AUTHORITY

By: 
Name: Cynthia Hernandez
Title: Executive VP for Finance & Admin.

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

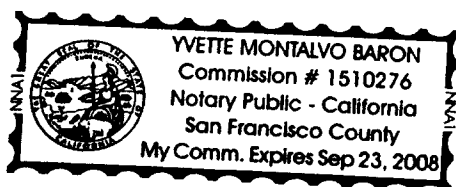
On this 3rd day of March 2006, before me, YVETTE MONTALVO BARON, the undersigned Notary Public, personally appeared LARRY ANONUEVO personally known to me to be the person who executed the within instrument as ASSISTANT VICE PRESIDENT on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Yvette Montalvo Baron
Notary Public

My commission expires:

9-23-2008, _____



STATE OF Texas)
) ss.
COUNTY OF Travis)

On this 8th day of March 2006, before me, Angelia Delek, the undersigned Notary Public, personally appeared Cynthia Hernandez personally known to me to be the person who executed the within instrument as Exec Vice Pres Finance Admin on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Angelia Delek
Notary Public

My commission expires:

Aug 31, 2007

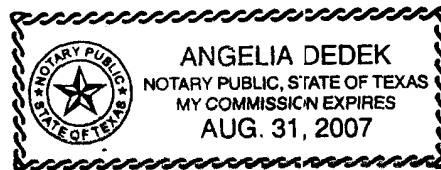


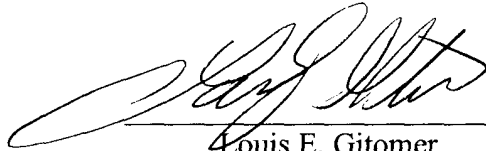
EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Six Stadler GTW 2/6 Diesel Self-Propelled Rail Vehicles.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement, dated as of March 9, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
March 10, 2006